



PLANET 13 HOLDINGS INC.
2548 West Desert Inn Road, Las Vegas, Nevada, 89109
Phone: (702) 815-1313

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Planet 13 Holdings Inc. (the “**Company**”) will be held at **2548 West Desert Inn Road, Las Vegas, Nevada** on **Wednesday, July 27, 2022 at 12:00 p.m.** (Pacific Daylight Time), for the following purposes:

1. to elect directors for the ensuing year to hold office until the close of business of the next annual meeting of the Company’s Shareholders;
2. to re-appoint Davidson & Company LLP as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix the remuneration to be paid to the auditors; and
3. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The Company is also offering a virtual live audio webcast in which Shareholders may listen to the Meeting, submit questions and vote online at: www.virtualshareholdermeeting.com/PLNHF2022. In light of the current COVID-19 pandemic and to protect the Company’s employees, Shareholders and other stakeholders, the Company encourages Shareholders to participate virtually rather than attend the Meeting in person. Shareholders will have an equal opportunity to participate in the Meeting regardless of their geographic location or equity ownership.

We are actively monitoring the public health and travel safety concerns relating to COVID-19 and the advisories or mandates that federal, state, provincial and local governments, and related agencies, may issue. In the event it is not possible or advisable to hold the Meeting as currently planned, we will announce the decision to do so via the issuance of a press release and posting details on our website that will also be filed on under the Company’s profile on the SEC’s website and SEDAR as proxy material. If you are planning to attend the Meeting in person please check our website the week of the Meeting. As always, we encourage you to vote your shares prior to the Meeting.

This Notice of Meeting is accompanied by the proxy statement and the accompanying form of proxy (“**Proxy Instrument**”). As permitted by applicable securities law, the Company is using notice-and-access to deliver the proxy statement to Shareholders. This means that the proxy statement is being posted online to access, rather than being mailed out. Notice-and-access substantially reduces the Company’s printing and mailing costs and is environmentally friendly as it reduces paper and energy consumption. The proxy statement and the Annual Report on the Form 10-K for the year ended December 31, 2021 are available on the “Investor Relations” section of the Company’s website at www.planet13holdings.com, SEDAR at www.sedar.com and the SEC’s website at www.sec.gov.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof is June 8, 2022 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders of the Company (“**Registered Shareholders**”) at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting or any adjournment(s) thereof. On or about June 17, 2022, we will mail our Shareholders a *Notice of Internet Availability of Proxy Materials* containing instructions on how to access our proxy materials and vote online. The notice also provides instructions on how you can request proxy materials be sent to you by mail or email and how you can enroll to receive proxy materials by mail or email for future meetings.

A Shareholder may attend the Meeting in person or virtually or may be represented by proxy. Registered Shareholders who are unable to attend the Meeting or any adjournment(s) thereof in person or virtually are requested to date, sign and return the accompanying Proxy Instrument for use at the Meeting or any adjournment(s) thereof.

To be effective, the enclosed Proxy Instrument must be returned to Broadridge Financial Solutions, Inc. (“**Broadridge**”) by mail using the enclosed return envelope to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Alternatively, you may vote by Internet at www.proxyvote.com and clicking “Vote” or by calling 1-800-690-6903. All instructions are listed on the enclosed Proxy Instrument. Your proxy or voting instructions must be received in each case no later than 11:59 p.m. (Eastern Time) on July 26, 2022 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) before the beginning of any adjournment(s) to the Meeting.

Whether or not you plan to attend the Meeting in person or virtually, we encourage you to read this proxy statement and *promptly vote your shares*. For specific instructions on how to vote your shares, please refer to the section entitled “How You Can Vote” and to the instructions on your proxy or voting instruction card.

DATED at Las Vegas, Nevada, this 17th day of June, 2022.

BY ORDER OF THE BOARD OF DIRECTORS OF
PLANET 13 HOLDINGS INC.

/s/ Larry Scheffler

Larry Scheffler
Co-Chief Executive Officer

/s/ Robert Groesbeck

Robert Groesbeck
Co-Chief Executive Officer

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 27, 2022

The Notice of Meeting, Proxy Statement, and Form 10-K for the year ended December 31, 2021 are available online at www.proxyvote.com. and on the “Investor Relations” section of our website at www.planet13holdings.com. A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, as filed with the SEC on March 28, 2022, except for exhibits, will be furnished without charge to any Shareholder upon written request to our Investor Relations at ir@planet13holdings.com.

YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR PROXY OVER THE INTERNET BY VISITING WWW.PROXYVOTE.COM OR BY TELEPHONE AT 1-800-690-6903, OR MARK, SIGN, DATE AND RETURN YOUR PROXY CARD BY MAIL WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING.